

United States District Court  
Southern District of New York  
Office of the Clerk  
U.S. Courthouse  
500 Pearl Street, New York, N.Y. 10007-1213

E-filing

JF

Date: March 4, 2008

Our case # 07cv7650

Case Name: **Re: Franci vs Pricewaterhousecoopers et al**

Dear Sir/Madam,

Enclosed is a certified copy of the civil docket sheet for the above referenced case that is being transferred to the United States District Court- for the Northern District of California. The case file can be accessed through our CM/ECF System for the Southern District of New York. Please contact Ms. Martine Jocelyn at (212) 805- 5346 and she will furnish you with a CM/ECF Login and Password.

The enclosed copy of this letter is for your convenience in acknowledging receipt of these documents.

\*\*Court policy for USDC-SDNY states that all ECF actions require only original, manual paper filings for the initiating documents. You may access our CM/ECF website for any additional documents that your court may require for processing.\*\*

Yours truly,

J. Michael McMahon  
Clerk of Court

Deputy Clerk  
J.Scheib  
(ama)

*J. Scheib* Fed Ex Air bill # 8651 7529 0059

**RECEIPT IS ACKNOWLEDGED OF THE DOCUMENTS DESCRIBED HEREIN  
AND ASSIGNED CASE NUMBER:**

CASE # \_\_\_\_\_ ON DATE: \_\_\_\_\_

CASE TRANSFERRED OUT FORM

# E-filing

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----x  
HERBERT FRANCL, Derivatively on  
Behalf of RAMBUS INC.,

JF

Plaintiff

ORDER

-against-

07 Civ. 7650 (GBD)

D.J.L. HRL

PRICEWATERHOUSECOOPERS LLP,

Defendant,

-and-

RAMBUS INC., a Delaware Corporation,

Defendants.

-----x  
GEORGE B. DANIELS, District Judge:

Plaintiff Herbert Francl, shareholder of Rambus Inc. ("Rambus"), brings this action derivatively on behalf of Rambus against its independent public auditor, defendant PricewaterhouseCoopers ("PwC") and against nominal defendant Rambus. Defendant PwC moved to transfer the action to the United States District Court for the Northern District of California pursuant to 28 U.S.C. § 1404(a).

On May 30, 2006 Rambus announced that the Audit Committee of its Board of Directors had commenced an investigation into the company's process for granting stock options. Following the announcement, the first of several shareholder derivative actions based on an alleged backdating scheme was filed in the United States District Court for the Northern District of California. The case was assigned to the Honorable Jeremy Fogel, who later issued an order

stating that any “other actions now pending or later filed in this Court which arise out of or are related to the same facts as alleged in the above-identified cases shall be consolidated for all purposes, if and when they are brought to the Court’s attention.” On August 30, 2006, plaintiff mailed a letter to the Rambus Board of Directors demanding the commencement of legal action against various company officers and directors for breach of fiduciary duty, reckless management, and waste of corporate assets. On October 18, 2006, in response to such shareholder demands, the Rambus board established a Special Litigation Committee (“SLC”) to determine how the company should respond to the derivative actions. On August 24, 2007, the SLC issued a report, announcing the settlement of claims against certain individual defendants in the consolidated action before Judge Fogel and recommending the termination of the claims against other individual defendants.

Shortly after the release of the report, plaintiff filed this action against PwC and nominal defendant Rambus. Defendant PwC filed a timely motion to transfer, which nominal defendant Rambus joined. Plaintiff opposed the transfer motion.

“For the convenience of parties and witnesses, in the interest of justice, a district court may transfer any civil action to any other district or division where it might have been brought.” 28 U.S.C. § 1404(a). The moving party must demonstrate by clear and convincing evidence that: “(1) the action is one that might have been brought in the proposed transferee forum; and (2) the transfer promotes convenience and justice. Cartier v. D & D Jewelry Imports, 510 F. Supp. 344, 345-46 (S.D.N.Y. 2007) (citations omitted). There is no dispute that this action could have been originally filed in the Northern District of California. Thus, the decision to transfer depends on the convenience of parties and witnesses and the interests of justice.

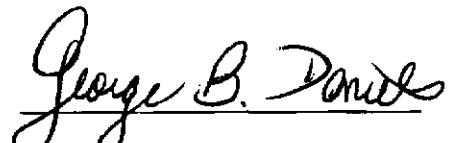
the Southern District of New York. Rather, the complaint alleges that the events in question took place almost entirely within the Northern District of California. Plaintiff's argument that PwC's corporate headquarters are located in New York is unpersuasive, as the PwC office and almost all of the potential witnesses pertinent to this action are located in the Northern District of California, and none appear to be located in this district.

Defendants' motion to transfer this action to the United States District Court for the Northern District of California pursuant to 28 U.S.C. § 1404(a) is GRANTED.

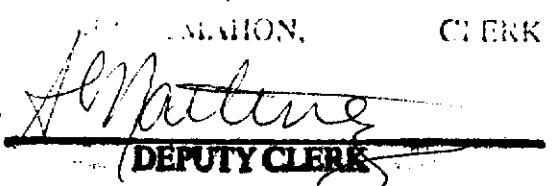
Dated: New York, New York

November 21, 2007

SO ORDERED:



GEORGE B. DANIELS  
United States District Judge

CLERK  
BY   
H. M. Miller  
DEPUTY CLERK

## E-filing

## U.S. District Court

## United States District Court for the Southern District of New York (Foley Square)

## CIVIL DOCKET FOR CASE #: 1:07-cv-07650-GBD

## Internal Use Only

CV 08

1315

JF

HRL

Francl v. Pricewaterhousecoopers et al  
Assigned to: Judge George B. Daniels  
Cause: 28:1332 Diversity-Other Contract

Date Filed: 08/28/2007  
Jury Demand: Plaintiff  
Nature of Suit: 195 Contract Product  
Liability  
Jurisdiction: Diversity

Plaintiff**Herbert Francl***Derivatively on behalf of Rambus Inc.*represented by **Brian Philip Murray**

Murray, Frank & Sailer, LLP  
275 Madison Avenue  
Suite 801  
New York, NY 10016  
(212) 682-1818  
Fax: (212) 682-1892  
Email: [bmurray@murrayfrank.com](mailto:bmurray@murrayfrank.com)  
**LEAD ATTORNEY**  
**ATTORNEY TO BE NOTICED**

**Christopher D. Jennings**

Emerson Poynter LLP  
The Museum Center  
500 President Clinton Avenue  
Suite 305  
Little Rock, AR 72201  
(501) 907-2555  
Fax: (501) 907-2556  
**LEAD ATTORNEY**  
**ATTORNEY TO BE NOTICED**

**A CERTIFIED COPY****J. MICHAEL McMAHON,****CLERK**

BY

J. Hartine  
DEPUTY CLERK**John G. Emerson, Jr.**

Emerson Poynter LLP  
500 President Clinton Ave., Suite 305  
Little Rock, AR 72201  
(501) 907-2555  
Fax: (501) 907-2556  
Email: [john@emersonpoynter.com](mailto:john@emersonpoynter.com)  
**LEAD ATTORNEY**  
**ATTORNEY TO BE NOTICED**

**Scott E. Poynter**  
 Emerson Poynter LLP  
 500 President Clinton Avenue  
 Suite 305  
 Little Rock, AR 72201  
 (501) 907-2555  
 Fax: (501) 907-2556  
 Email: scott@emersonpoynter.com  
**ATTORNEY TO BE NOTICED**

V.

**Defendant****Pricewaterhousecoopers**

represented by **James H.R. Windels**  
 Davis Polk & Wardwell  
 450 Lexington Avenue  
 New York, NY 10017  
 (212) 450-4000  
 Email: james.windels@dpw.com  
**LEAD ATTORNEY**  
**ATTORNEY TO BE NOTICED**

**Brooke Ashley Grossman**  
 Davis Polk & Wardwell  
 450 Lexington Avenue  
 New York, NY 10017  
 (212)-450-4000  
 Fax: (212)-450-3691  
 Email: brooke.grossman@dpw.com  
**ATTORNEY TO BE NOTICED**

**Nominal Defendant****Rambus Inc.***a Delaware Corporation*

Date Filed	#	Docket Text
08/28/2007	•1	COMPLAINT against Pricewaterhousecoopers, Rambus Inc.. (Filing Fee \$ 350.00, Receipt Number 625688) Document filed by Herbert Franci.(mbe) Additional attachment(s) added on 9/5/2007 (Rivera, Jazmin). (Entered: 08/29/2007)
08/28/2007	•	SUMMONS ISSUED as to Pricewaterhousecoopers, Rambus Inc.. (mbe) (Entered: 08/29/2007)

08/28/2007	● <u>1</u>	Magistrate Judge Henry B. Pitman is so designated. (mbe) (Entered: 08/29/2007)
08/30/2007	● <u>2</u>	INITIAL PRETRIAL CONFERENCE: An Initial pretrial conference will be held on Thursday, November 8, 2007 at 9:30 a.m. at the United States District Courthouse, 500 Pearl Street, New York, New York Courtroom 15D. So Ordered. (Signed by Judge George B. Daniels on 8/30/07) (js) (Entered: 08/31/2007)
09/18/2007	● <u>3</u>	NOTICE OF APPEARANCE by James H.R. Windels on behalf of Pricewaterhousecoopers (Windels, James) (Entered: 09/18/2007)
09/25/2007	● <u>4</u>	MOTION to Transfer Case. Document filed by Pricewaterhousecoopers.(Grossman, Brooke) (Entered: 09/25/2007)
09/25/2007	● <u>5</u>	MEMORANDUM OF LAW in Support re: <u>4</u> MOTION to Transfer Case.. Document filed by Pricewaterhousecoopers. (Grossman, Brooke) (Entered: 09/25/2007)
09/25/2007	● <u>6</u>	DECLARATION of Daniel Zwarn in Support re: <u>4</u> MOTION to Transfer Case.. Document filed by Pricewaterhousecoopers. (Grossman, Brooke) (Entered: 09/25/2007)
09/25/2007	● <u>7</u>	DECLARATION of Brooke Grossman in Support re: <u>4</u> MOTION to Transfer Case.. Document filed by Pricewaterhousecoopers. (Attachments: # <u>1</u> Exhibit 1# <u>2</u> Exhibit 2# <u>3</u> Exhibit 3# <u>4</u> Exhibit 4# <u>5</u> Exhibit 5# <u>6</u> Exhibit 6# <u>7</u> Exhibit 7# <u>8</u> Exhibit 8 part 1# <u>9</u> Exhibit 8 part 2# <u>10</u> Exhibit 8 part 3# <u>11</u> Exhibit 8 part 4# <u>12</u> Exhibit 8 part 5)(Grossman, Brooke) (Entered: 09/25/2007)
09/26/2007	● <u>8</u>	MEMORANDUM OF LAW in Support re: <u>4</u> MOTION to Transfer Case.. Document filed by Rambus Inc.. (Schor, Gideon) (Entered: 09/26/2007)
09/28/2007	● <u>9</u>	ENDORSED LETTER addressed to Judge George B. Daniels from James Windels dated 9/25/07 re: Request that the time to answer the complaint be extended until 20 days after resolution of the motion to transfer. ENDORSEMENT: So ordered. (Signed by Judge George B. Daniels on 9/27/07) (cd) (Entered: 09/28/2007)
10/03/2007	● <u>10</u>	AFFIDAVIT OF SERVICE of Summons and Complaint. Pricewaterhousecoopers served on 8/29/2007. Service was accepted by Shelley Alleyne, Employee of the Office of the General Counsel of Pricewaterhousecoopers. Document filed by Herbert Franch. (Kennedy, Thomas) (Entered: 10/03/2007)
10/04/2007	● <u>11</u>	STIPULATION REGARDING EXTENSION OF TIME TO ANSWER OR OTHERWISE RESPOND TO PLAINTIFFS' VERIFIED DERIVATIVE COMPLAINT: Dfts PricewaterhouseCoopers LLP and Rambus, Inc. shall have until 10/2/07 to answer or otherwise respond to Plaintiffs' Verified Derivative Complaint, filed 8/27/07. (Signed by Judge George B. Daniels on 10/4/07) (dle) (Entered: 10/04/2007)

10/09/2007	•12	MOTION for Duran Jennings to Appear Pro Hac Vice. Document filed by Herbert Franci. (jco) (Entered: 10/15/2007)
10/09/2007	•13	MOTION for John G. Emerson to Appear Pro Hac Vice. Document filed by Herbert Franci. (jco) (Entered: 10/15/2007)
10/15/2007	•14	ORDER granting <u>13</u> Motion for John G. Emerson to Appear Pro Hac Vice. (Signed by Judge George B. Daniels on 10/15/07) (kco) (Entered: 10/15/2007)
10/15/2007	•	Transmission to Attorney Admissions Clerk. Transmitted re: <u>14</u> Order on Motion to Appear Pro Hac Vice, to the Attorney Admissions Clerk for updating of Attorney Information. (kco) (Entered: 10/15/2007)
10/15/2007	•15	ORDER granting <u>12</u> Motion for Christopher Duran Jennings to Appear Pro Hac Vice. (Signed by Judge George B. Daniels on 10/15/07) (kco) (Entered: 10/15/2007)
10/15/2007	•	Transmission to Attorney Admissions Clerk. Transmitted re: <u>15</u> Order on Motion to Appear Pro Hac Vice, to the Attorney Admissions Clerk for updating of Attorney Information. (kco) (Entered: 10/15/2007)
10/17/2007	•	CASHIERS OFFICE REMARK on <u>15</u> Order on Motion to Appear Pro Hac Vice, <u>14</u> Order on Motion to Appear Pro Hac Vice in the amount of \$50.00, paid on 10/09/2007, Receipt Number 628965. (jd) (Entered: 10/17/2007)
10/19/2007	•16	ORDER ADMITTING ATTORNEY PRO HAC VICE. Attorney John G. Emerson, Jr for Herbert Franci admitted Pro Hac Vice. (Signed by Judge George B. Daniels on 10/19/07) (jco) (Entered: 10/19/2007)
10/19/2007	•	Transmission to Attorney Admissions Clerk. Transmitted re: <u>16</u> Order Admitting Attorney Pro Hac Vice, to the Attorney Admissions Clerk for updating of Attorney Information. (jco) (Entered: 10/19/2007)
10/19/2007	•17	STIPULATION AND ORDER, Set Deadlines/Hearing as to <u>4</u> MOTION to Transfer Case. Responses due by 10/23/2007; Replies due by 10/30/2007. So Ordered. (Signed by Judge George B. Daniels on 10/19/07) (jco) (Entered: 10/19/2007)
10/23/2007	•18	MEMORANDUM OF LAW in Opposition re: <u>4</u> MOTION to Transfer Case.. Document filed by Herbert Franci. (Attachments: # <u>1</u> Exhibit Declaration of Brian Murray)(Linkh, Gregory) (Entered: 10/23/2007)
10/30/2007	•19	REPLY MEMORANDUM OF LAW in Support re: <u>4</u> MOTION to Transfer Case.. Document filed by Rambus Inc.. (Schor, Gideon) (Entered: 10/30/2007)
10/30/2007	•20	REPLY MEMORANDUM OF LAW in Support re: <u>4</u> MOTION to Transfer Case.. Document filed by Pricewaterhousecoopers. (Grossman, Brooke) (Entered: 10/30/2007)

10/30/2007	•21	DECLARATION of Daniel Zwarn in Support re: <u>4</u> MOTION to Transfer Case.. Document filed by Pricewaterhousecoopers. (Attachments: # <u>1</u> Exhibit 1)(Grossman, Brooke) (Entered: 10/30/2007)
10/30/2007	•22	DECLARATION of Brooke Grossman in Support re: <u>4</u> MOTION to Transfer Case.. Document filed by Pricewaterhousecoopers. (Attachments: # <u>1</u> Exhibit 1# <u>2</u> Exhibit 2 Part 1# <u>3</u> Exhibit 2 Part 2# <u>4</u> Exhibit 2 Part 3# <u>5</u> Exhibit 2 Part 4# <u>6</u> Exhibit 2 Part 5# <u>7</u> Exhibit 2 Part 6# <u>8</u> Exhibit 2 Part 7)(Grossman, Brooke) (Entered: 10/30/2007)
11/06/2007	•23	AFFIDAVIT OF SERVICE of Reply Memorandum of Law of PricewaterhouseCoopers LLP in Support of its Motion to Transfer the Action, Reply Declaration of Daniel Zwarn and Reply Declaration of Brooke Grossman served on Murray, Frank & Sailer, LLP and Emerson Poynter on October 30, 2007. Service was made by Mail. Document filed by Pricewaterhousecoopers. (Grossman, Brooke) (Entered: 11/06/2007)
11/09/2007	•25	MOTION for Scott E. Poynter to Appear Pro Hac Vice. Document filed by Herbert Franci. (jco) (Entered: 11/15/2007)
11/14/2007	•24	ORDER ADMITTING ATTORNEY PRO HAC VICE. Attorney Scott E. Poynter for Herbert Franci admitted Pro Hac Vice. (Signed by Judge George B. Daniels on 11/14/07) (tro) (Entered: 11/14/2007)
11/14/2007	•	Transmission to Attorney Admissions Clerk. Transmitted re: <u>24</u> Order Admitting Attorney Pro Hac Vice, to the Attorney Admissions Clerk for updating of Attorney Information. (tro) (Entered: 11/14/2007)
11/14/2007	•	(Court only) ***Motion(s) terminated: <u>25</u> MOTION for Scott E. Poynter to Appear Pro Hac Vice filed by Herbert Franci. (dw) (Entered: 11/15/2007)
11/21/2007	•	CASHIERS OFFICE REMARK on <u>24</u> Order Admitting Attorney Pro Hac Vice in the amount of \$25.00, paid on 11/09/2007, Receipt Number 632353. (jd) (Entered: 11/21/2007)
11/21/2007	•26	ORDER: Defendants' motion to transfer this action to the United States District Court for the Northern District of California pursuant to 28 U.S.C. 1404(a) is GRANTED. So ordered.. (Signed by Judge George B. Daniels on 11/21/07) (js) (Entered: 11/21/2007)